

<b>United States Bankruptcy Court</b> <b>Northern District of Texas</b>				<b>Voluntary Petition</b>	
Name of Debtor (if individual, enter Last, First, Middle): <b>FFW OPCO, Ltd. d/b/a Furniture Factory Warehouse</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>20-5651179</b>			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)		
Street Address of Debtor (No. and Street, City, and State): <b>2200 Ross Ave.</b> <b>Suite 4750W</b> <b>Dallas, TX</b> <div style="text-align: right; margin-top: 5px;">             ZIP Code  <b>75201</b> </div>			Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; margin-top: 5px;">             ZIP Code           </div>		
County of Residence or of the Principal Place of Business: <b>Dallas</b>			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;">             ZIP Code           </div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;">             ZIP Code           </div>		
Location of Principal Assets of Business Debtor (if different from street address above):					
<b>Type of Debtor</b> (Form of Organization) (Check one box)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Filing Fee</b> (Check one box)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 ( <i>amount subject to adjustment on 4/01/13 and every three years thereafter</i> ). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).			
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> 1-49</div> <div><input type="checkbox"/> 50-99</div> <div><input type="checkbox"/> 100-199</div> <div><input type="checkbox"/> 200-999</div> <div><input checked="" type="checkbox"/> 1,000-5,000</div> <div><input type="checkbox"/> 5,001-10,000</div> <div><input type="checkbox"/> 10,001-25,000</div> <div><input type="checkbox"/> 25,001-50,000</div> <div><input type="checkbox"/> 50,001-100,000</div> <div><input type="checkbox"/> OVER 100,000</div> </div>					
<b>Estimated Assets</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>					
<b>Estimated Liabilities</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>					

**Voluntary Petition***(This page must be completed and filed in every case)*

Name of Debtor(s):

**FFW OPCO, Ltd. d/b/a Furniture Factory Warehouse****All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet)

Name of Debtor: <b>- None -</b>	Case Number:	Date Filed:
District:	Relationship:	Judge:

**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).

**X**

Signature of Attorney for Debtor(s)

(Date)

**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

**Information Regarding the Debtor - Venue**

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes)

- ☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s):

**FFW OPCO, Ltd. d/b/a Furniture Factory Warehouse****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

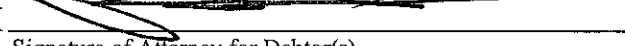
**X** \_\_\_\_\_  
Signature of Debtor

**X** \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of Attorney\***

**X**   
Signature of Attorney for Debtor(s)

**Patrick J. Neligan, Jr. 14866000**  
Printed Name of Attorney for Debtor(s)

**Neligan Foley LLP**  
Firm Name

**325 N. St. Paul  
Suite 3600  
Dallas, TX 75201**

\_\_\_\_\_  
Address

**214-840-5300 Fax: 214-840-5301**

\_\_\_\_\_  
Telephone Number

**May 27, 2010**


\_\_\_\_\_  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X**   
Signature of Authorized Individual

**Paul Thompson**  
Printed Name of Authorized Individual

**Manager, FFW GP, LLC, General Partner**  
Title of Authorized Individual

**May 27, 2010**

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X** \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

**X** \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.*

**RESOLUTION OF  
FFW OPCO, LTD.**

I, Paul Thompson, do hereby certify that I am a Manager of FFW GP, LLC, which acts as the General Partner of FFW OPCO, LTD. ("FFW") a limited partnership organized and existing under and by virtue of the laws of the State of Texas and d/b/a Furniture Factory Warehouse. I further certify that the following is a true, full, and correct copy of resolutions duly adopted by the General Partner on behalf of FFW on May 27, 2010.

RESOLVED, that in the judgment of the General Partner it is desirable and in the best interests of FFW, its investors, creditors, members, and other interested parties that a voluntary petition for reorganization (the "Petition") be filed by FFW under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code"), for the purpose of reorganizing its financial affairs;

FURTHER RESOLVED, that FFW shall be, and it hereby is, authorized, directed, and empowered to file the Petition and to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary to effect any of the foregoing;

FURTHER RESOLVED, that the following persons are designated to be a "Designated Officer" – Paul Thompson, Dan Patterson, and Rick R. Rennhack - and each, in his capacity as a Designated Officer be, and hereby is, authorized, directed and empowered, on behalf of and in the name of FFW: (i) to execute and verify the Petition as well as all other ancillary documents and to cause the Petition to be filed with the United States Bankruptcy Court for the Northern District of Texas, Dallas Division, and to make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents; (ii) to execute, verify, and file or cause to be filed all petitions, schedules, lists, motions, applications, and other papers or documents (including debtor in possession loan agreements and all first day motions and applications) necessary or desirable in connection with the foregoing; and (iii) to execute and verify any and all documents necessary or appropriate in connection therewith in such form or forms as any such Designated Officer may approve;

FURTHER RESOLVED, that the law firm of Neligan Foley LLP, be and hereby is authorized, empowered, and directed to represent FFW, as debtor and debtor in possession, in connection with any case commenced by or against it under the Bankruptcy Code;

FURTHER RESOLVED, that each of the Designated Officers be, and hereby is, authorized, directed and empowered to retain on behalf of FFW such other attorneys, financial advisors, and accountants as the Designated Officer(s) so acting shall deem appropriate in its judgment;

FURTHER RESOLVED, that the Designated Officers, be and, each is hereby authorized, directed, and empowered from time to time in the name and on behalf of FFW to take such actions and execute and deliver such certificates, instruments, guaranties, notices and documents as may be required or as the Designated Officer may deem necessary, advisable or proper to carry out and perform the obligations of FFW under the Bankruptcy Code; all such actions to be performed in such manner, and all such certificates, instruments, notices and documents to be executed and delivered in such form, as the officer performing or executing the same shall, with the advice of counsel, approve the performance or execution thereof by such officer to be conclusive evidence of the approval thereof by such officer and by FFW;

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Designated Officers, it is hereby authorized, directed and empowered, in the name and on behalf of FFW, to do or cause to be done all such further acts and to execute and deliver all such other instruments, certificates, agreements and documents as they or any of them may, with the advice of counsel, consider necessary or appropriate to enable FFW to carry out the intent and to accomplish the purpose of the foregoing resolutions; and

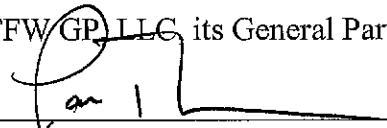
FURTHER RESOLVED, that all actions heretofore taken by the Designated Officers in connection with the foregoing resolutions be, and they hereby are, confirmed, ratified, and approved in all respects.

I do further certify that said resolutions have not been altered, amended, or repealed, and are now in full force and effect.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 27 day of May, 2010.

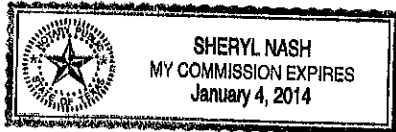
FFW OPCO, LTD., a Texas Limited Partnership

By: FFW GP, LLC, its General Partner

  
\_\_\_\_\_  
Name: Paul Thompson  
Title: Manager

STATE OF TEXAS       '  
                                     '  
COUNTY OF DALLAS    '

SWORN TO AND SUBSCRIBED before me by, a Notary Public for the state and county  
aforesaid, on this 27<sup>th</sup> day of May, 2010.



*Sheryl Nash*  
Notary Public  
My Commission expires: 1-4-14

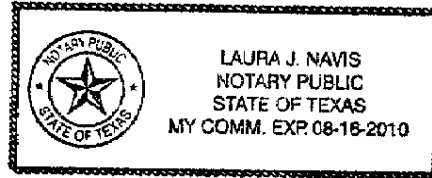
IN WITNESS WHEREOF, I have hereunto subscribed my name this 27<sup>th</sup> day of May, 2010.

FFW OPCO, LTD., a Texas Limited Partnership

By: FFW GP, LLC, its General Partner

Rick R. Rennhack  
Name: Rick R. Rennhack  
Title: Member

STATE OF TEXAS :  
COUNTY OF Tarrant : (28)  
~~DALLAS~~ :



SWORN TO AND SUBSCRIBED before me by, a Notary Public for the state and county aforesaid, on this 27 day of May, 2010.

Laura J. Navis  
Notary Public  
My Commission expires: 08-16-2010